



CORPORATION SERVICE COMPANY

801 Adlai Stevenson Drive Springfield, IL 62703-4261

RECORDATION NO. 23244-B FILED

MAY 05 '04

10-02 AM

SURFACE TRANSPORTATION BOARD



May 3, 2003

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 19, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ECDC ENVIRONMENTAL, LLC**
3110 South 900 West Salt Lake City, Utah 24119

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ECDC ENVIRONMENTAL, LLC**, covering 50 flat cars with reporting marks and numbers – AWXX 20501 – AWXX 20550, INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23244 dated 12/3/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19th day of September, 2003 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ECDC ENVIRONMENTAL, LLC, a Delaware corporation, with an address at 3110 South 900 West Salt Lake City, Utah 24119 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 31, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on December 3, 2000 and given Recordation Number 23244.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ECDC ENVIRONMENTAL, LLC

By: W.C. Travis Jr.
Name: W.C. Travis Jr.
Title: Vice President

Schedule A

Number of Cars		Equipment Description
50	85' Flat Car	
1	AWXX	20501
2	AWXX	20502
3	AWXX	20503
4	AWXX	20504
5	AWXX	20505
6	AWXX	20506
7	AWXX	20507
8	AWXX	20508
9	AWXX	20509
10	AWXX	20510
11	AWXX	20511
12	AWXX	20512
13	AWXX	20513
14	AWXX	20514
15	AWXX	20515
16	AWXX	20516
17	AWXX	20517
18	AWXX	20518
19	AWXX	20519
20	AWXX	20520
21	AWXX	20521
22	AWXX	20522
23	AWXX	20523
24	AWXX	20524
25	AWXX	20525
26	AWXX	20526
27	AWXX	20527
28	AWXX	20528
29	AWXX	20529
30	AWXX	20530
31	AWXX	20531
32	AWXX	20532
33	AWXX	20533
34	AWXX	20534
35	AWXX	20535
36	AWXX	20536
37	AWXX	20537
38	AWXX	20538
39	AWXX	20539
40	AWXX	20540
41	AWXX	20541
42	AWXX	20542
43	AWXX	20543
44	AWXX	20544
45	AWXX	20545
46	AWXX	20546
47	AWXX	20547
48	AWXX	20548
49	AWXX	20549
50	AWXX	20550